

GATX

GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606
312-621-6200

RECORDATION NO. 6322-4 FILED 1423

LAW DEPARTMENT

MAY 17 1989 - 10 15 AM

May 15, 1989

INTERSTATE COMMERCE COMMISSION

Secretary of the Interstate
Commerce Commission
Washington, DC 20006

0-107 AUG 11

Date
Fee \$

RE: General American Transportation Corporation
Equipment Trust Series 68

ICC Washington, D. C.

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of April 25, 1989, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our check for \$13.00 to cover the filing and recordation fees.

The Trust Agreement was first recorded in the office of the Secretary of the Interstate Commerce Commission on September 15, 1971, under Recordation No. 6322-4.

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (primarily railroad cars of various AAR, DOT and ICC classifications) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in said agreements are:

Irving Trust Company
One Wall Street
New York, NY 10015
Attention: Clyde E. Starr

GATX Corporation
120 South Riverside Plaza
Chicago, IL 60606
Attention: F. B. Ollett, III

If you have any questions, feel free to call me at (312) 621-6603.

Very truly yours,

Janice M. Alonso
Janice M. Alonso
Assistant Secretary

/jma

Copy typed May 2, 1989

Interstate Commerce Commission
Washington, D.C. 20423

5.17.89

OFFICE OF THE SECRETARY

Janice M. Alonso
GATX Corporation
120 South Riverside Plaza
Chicago, Illinois 60606

Dear: Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5.17.89 , at 10:15am , and assigned recordation number(s). 6322-L, 8100-H, 8607-G, 11425-C, 14411C

14554-C

Sincerely yours,

13019-B

Noreta R. McGee

Noreta R. McGee
Secretary

Enclosure(s)

GENERAL AMERICAN TRANSPORTATION CORP OFATION

EQUIPMENT TRUST, SERIES 68

RECORDATION NO. 6322 FILED 1425

MAY 17 1989 -10 15 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF APRIL 25, 1989

TO EQUIPMENT TRUST AGREEMENT DATED AS OF SEPTEMBER 15, 1971

BY AND BETWEEN

IRVING TRUST COMPANY, TRUSTEE

AND

GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

Supplemental Agreement dated as of April 25, 1989 by and between Irving Trust Company, as Trustee, and GATX Corporation, a New York corporation, formerly known as General American Transportation Corporation.

Whereas, the parties hereto entered into an Equipment Trust Agreement dated as of September 15, 1971 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 68, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on September 23, 1971, Recordation No. 6322; and

Whereas, the parties hereto wish to amend Schedule A to the Agreement;

NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

(a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto, and

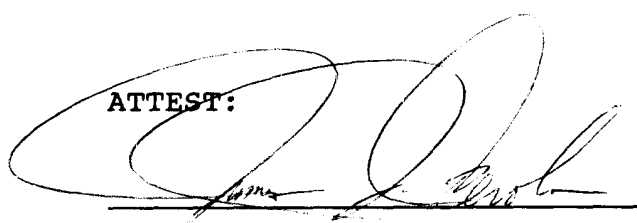
(b) substituting therefor the units of Equipment described in Schedule II attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of April 25, 1989.

IRVING TRUST COMPANY, TRUSTEE

By: 

CLYDE E. STARR
Vice President

ATTEST: 

Assistant Secretary

GATX CORPORATION
(FORMERLY KNOWN AS GENERAL AMERICAN
TRANSPORTATION CORPORATION)

By: 

Frederick B. Ollett, III
Treasurer

ATTEST:


Assistant Secretary

STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

On this 8th day of May, 1989, before me personally appeared CLYDE D. STARR, to me personally known, who, being by me duly sworn, says that he is Vice President of Irving Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

ROBERT SCHNECK
Notary Public, State of New York
No. 2748935
Qualified in Nassau County
Office located in New York County
Commission Expires May 31, 1989

Robert Schneck
Notary Public

* * * * *

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On April 25, 1989, before me personally appeared Frederick B. Ollett, III, to me personally known, who, being by me duly sworn, said that he is Vice President and Treasurer of GATX Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dorothy Jill Faust
Notary Public

" OFFICIAL SEAL "
DOROTHY JILL FAUST
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 4/30/93

SCHEDULE 1
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 68
CARS TO BE REMOVED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1 Tank Car	DOT 105A100-W	11,000	GATX 84630.	\$15,537.00	\$10,819.00	\$ 10,819.00	3-1961	3-1961
3 Tank Cars	DOT 105A100-W	20,500	GATX 83423, 83426, 83429.	17,678.00	10,366.00	31,098.00	1-1961	1-1961
4 Tank Cars	DOT 105A100-W	20,500	GATX 83442, 83445, 83447, 83448.	17,678.00	10,366.00	41,464.00	2-1961	2-1961
5 Tank Cars	DOT 105A100-W	20,500	GATX 83482, 83483, 83485, 83487, 83489.	17,004.00	11,840.00	59,200.00	9-1961	9-1961
10 Tank Cars	DOT 105A100-W	20,500	GATX 84702-84711.	22,098.00	15,387.00	153,870.00	12-1961	12-1961
2 Tank Cars	DOT 105A100-W	20,500	GATX 84712, 84713.	19,400.00	13,439.00	26,878.00	1-1962	1-1962
10 Tank Cars	DOT 105A100-W	20,500	GATX 84714, 84716-84721, 84729-84731.	21,129.00	14,636.00	146,360.00	1-1962	1-1962
3 Tank Cars	DOT 105A100-W	20,500	GATX 84723, 84727, 84728.	21,129.00	14,636.00	43,908.00	2-1962	2-1962
2 Tank Cars	DOT 105A200-W	20,500	GATX 84724, 84725.	21,129.00	14,636.00	29,272.00	2-1962	2-1962
1 Tank Cars	DOT 111A100-W-1	20,000	GATX 27483.	16,312.00	20,304.00	20,304.00	2-1971	2-1971
1 Tank Car	DOT 111A100-W-1	20,000	GATX 27845.	16,220.00	21,391.00	21,391.00	8-1970	8-1970
1 Tank Car	DOT 111A100-W-1	20,000	GATX 39373.	16,380.00	21,718.00	21,718.00	3-1971	3-1971
1 Tank Car	DOT 111A100-W-1	20,000	GATX 39971.	24,143.00	21,940.00	21,940.00	4-1963	4-1963
1 Tank Car	DOT 111A100-W-1	26,000	GATX 22671.	43,895.00	45,136.00	45,136.00	9-1980	9-1980

SCHEDULE 1
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 68

CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 111A100-W-2	12,500	GATX 36095.	\$13,941.00	\$18,484.00	\$ 18,484.00	3-1971	3-1971
1 Tank Car	DOT 111A100-W-5	20,000	GATX 60474.	20,120.00	25,044.00	25,044.00	1-1971	1-1971
1 Tank Car	DOT 111A60-W-1	22,000	GATX 20416.	20,399.00	27,048.00	27,048.00	4-1971	4-1971
1 Tank Car	DOT 111A60-W-1	22,000	GATX 41190.	19,399.00	25,722.00	25,722.00	8-1971	8-1971
1 Tank Car	DOT 111A60AL-W-1	10,000	GATX 70814.	14,975.00	4,049.00	4,049.00	7-1957	7-1957
4 Tank Cars	DOT 111A60AL-W-1	10,000	GATX 70843, 70849, 70857, 70858.	14,975.00	4,049.00	16,196.00	8-1957	8-1957
4 Tank Cars	DOT 111A60AL-W-1	10,000	GATX 70867, 70875, 70878, 70880.	14,975.00	4,049.00	16,196.00	10-1957	10-1957
2 Tank Cars	DOT 111A60AL-W-1	10,000	GATX 70883, 70887.	14,975.00	4,049.00	8,098.00	11-1957	11-1957
1 Tank Car	DOT 112J340-W	33,500	GATX 96482.	19,689.00	21,667.00	21,667.00	12-1965	12-1965
3 Airslide Cars	LO	2,600 Cu.Ft.	PC 878932, 878939, 878945.	10,352.00	8,922.00	26,766.00	10-1958	10-1958
1 Airslide Car	LO	4,180 Cu.Ft.	GACX 47260.	18,361.00	26,700.00	26,700.00	2-1971	1-1971
1 Hopper Car	HTS	3,850 Cu.Ft.	GGPX 71097.	20,771.00	21,807.00	21,807.00	6-1971	6-1971
2 Hopper Cars	HTS	3,850 Cu.Ft.	GGPX 70068, 70085.	20,102.00	20,286.00	40,572.00	7-1970	7-1970
3 Hopper Cars	HTS	3,850 Cu.Ft.	GGPX 70152, 70160, 70174.	20,102.00	20,286.00	60,858.00	8-1970	8-1970
4 Hopper Cars	HTS	3,850 Cu.Ft.	GGPX 70182, 70186, 70193, 70210.	20,102.00	20,286.00	81,144.00	9-1970	9-1970

SCHEDULE 1
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 68
CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
6 Hopper Cars	HTS	3,850 Cu.Ft.	GGPX 70237, 70257, 70264, 70277, 70282, 70291.	\$20,102.00	\$20,286.00	\$ 121,716.00	10-1970	10-1970
1 Hopper Car	HTS	3,850 Cu.Ft.	GGPX 70303.	20,771.00	21,607.00	21,607.00	8-1971	8-1971
15 Hopper Cars	HTS	3,850 Cu.Ft.	GGPX 71010, 71013, 71015, 71019, 71020, 71022, 71029-71032, 71034, 71039, 71042, 71044, 71048.	20,771.00	21,807.00	327,105.00	5-1971	5-1971
18 Hopper Cars	HTS	3,850 Cu.Ft.	GGPX 71054, 71056-71058, 71063, 71072, 71076, 71079, 71085, 71088, 71089, 71092, 71094, 71095, 71102, 71111, 71113, 71125.	20,771.00	21,807.00	392,526.00	6-1971	6-1971
14 Hopper Cars	HTS	3,850 Cu.Ft.	GGPX 71127, 71131, 71132, 71134, 71135, 71147, 71159, 71163, 71171, 71174, 71178, 71187, 71192, 71200.	20,771.00	21,807.00	305,298.00	7-1971	7-1971
4 Hopper Cars	HTS	3,850 Cu.Ft.	GGPX 71204, 71209, 71213, 71216.	20,771.00	21,807.00	87,228.00	8-1971	8-1971
133						\$2,349,389.00		

GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 68
CARS TO BE SUBSTITUTED

SCHEDULE 11

QUANTITY	CLASSIFICATION	CAPACITY	CAR INITIAL	CAR NUMBER	ACTUAL COST	VALUE	MO-YR INTO SERVICE	MO-YR ACQUIRED
1	DOT 111A100-W-1	26,000	GATX	15697	44,372	45,626	11-80	11-80
1	DOT 111A100-W-1	26,000	GATX	15699	44,372	45,626	11-80	11-80
1	DOT 111A100-W-1	26,000	GATX	15700	44,372	45,626	11-80	11-80
1	DOT 111A60-W-1	10,000	GATX	18851	39,201	40,309	11-80	11-80
1	DOT 111A60-W-1	10,000	GATX	18853	39,201	40,309	11-80	11-80
1	DOT 111A60-W-1	10,000	GATX	18855	39,201	40,309	11-80	11-80
1	DOT 111A60-W-1	10,000	GATX	18856	39,201	40,309	11-80	11-80
1	DOT 111A60-W-1	10,000	GATX	18863	39,201	40,309	11-80	11-80
1	DOT 111A60-W-1	10,000	GATX	18865	39,201	40,309	11-80	11-80
1	DOT 111A100-W-1	20,000	GATX	52667	41,595	42,771	10-80	10-80
1	DOT 111A100-W-1	20,000	GATX	52669	41,595	42,771	10-80	10-80
1	DOT 111A100-W-1	20,000	GATX	52672	41,595	42,771	10-80	10-80
1	DOT 111A100-W-1	20,000	GATX	52674	41,595	42,771	10-80	10-80
1	DOT 111A60-W-1	20,000	GATX	58011	44,378	45,632	12-80	12-80
1	DOT 111A100-W-1	18,000	GATX	58089	46,703	48,023	10-80	10-80
1	DOT 111A100-W-1	18,000	GATX	58090	46,703	48,023	10-80	10-80
1	DOT 111A100-W-1	18,000	GATX	58094	46,703	48,023	10-80	10-80
1	DOT 111A100-W-1	18,000	GATX	58095	46,703	48,023	10-80	10-80
1	DOT 111A100-W-1	18,000	GATX	58097	46,703	48,023	10-80	10-80
1	DOT 111A100-W-1	18,000	GATX	58098	46,703	48,023	10-80	10-80
1	DOT 111A100-W-1	18,000	GATX	58102	46,703	48,023	10-80	10-80
1	DOT 111A100-W-1	18,000	GATX	58107	46,703	48,023	10-80	10-80
1	DOT 111A100-W-1	18,000	GATX	58108	46,703	48,023	10-80	10-80
1	DOT 111A100-W-1	18,000	GATX	58109	46,703	48,023	10-80	10-80
1	DOT 111A100-W-1	18,000	GATX	58111	46,703	48,023	10-80	10-80
1	DOT 111A100-W-1	18,000	GATX	58113	46,703	48,023	10-80	10-80
1	DOT 111A100-W-1	18,000	GATX	58114	46,703	48,023	10-80	10-80
1	DOT 111A100-W-1	18,000	GATX	58115	46,703	48,023	10-80	10-80
1	DOT 111A100-W-1	18,000	GATX	58116	46,703	48,023	10-80	10-80
1	DOT 111A100-W-1	18,000	GATX	58117	46,703	48,023	10-80	10-80
1	DOT 111A100-W-1	18,000	GATX	58118	46,703	48,023	10-80	10-80
1	DOT 111A100-W-1	18,000	GATX	58119	46,703	48,023	10-80	10-80
1	DOT 111A100-W-1	12,500	GATX	69378	43,208	44,429	11-80	11-80
1	DOT 111A100-W-1	12,500	GATX	69379	43,208	44,429	10-80	10-80
1	DOT 111A100-W-1	12,500	GATX	69380	43,208	44,429	10-80	10-80
1	DOT 111A100-W-1	12,500	GATX	69381	43,208	44,429	10-80	10-80
1	DOT 111A100-W-1	12,500	GATX	69382	43,208	44,429	10-80	10-80
1	DOT 111A100-W-1	12,500	GATX	69383	43,208	44,429	11-80	11-80
1	DOT 111A100-W-1	12,500	GATX	69384	43,208	44,429	10-80	10-80
1	DOT 111A100-W-1	12,500	GATX	69385	43,208	44,429	10-80	10-80
1	DOT 111A100-W-1	12,500	GATX	69386	43,208	44,429	10-80	10-80
1	DOT 111A100-W-1	12,500	GATX	69387	43,208	44,429	10-80	10-80
1	DOT 111A100-W-1	12,500	GATX	69388	43,208	44,429	11-80	11-80
1	DOT 111A100-W-1	12,500	GATX	69389	43,208	44,429	11-80	11-80

GENERAL AMERICAN TRANSPORTATION CORPORATION - SCHEDULE 11
EQUIPMENT TRUST - SERIES 68

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CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	CAR INITIAL	CAR NUMBER	ACTUAL COST	VALUE	MO-YR INTO SERVICE	MO-YR ACQUIRED
1	DOT 111A100-W-1	12,500	GATX	69390	43,208	44,429	10-80	10-80
1	DOT 111A100-W-1	12,500	GATX	69391	43,208	44,429	11-80	11-80
1	DOT 111A100-W-1	12,500	GATX	69392	43,208	44,429	10-80	10-80
1	DOT 111A100-W-1	12,500	GATX	69394	43,208	44,429	11-80	11-80
1	DOT 111A100-W-1	12,500	GATX	69396	43,208	44,429	11-80	11-80
1	DOT 111A100-W-1	12,500	GATX	69397	43,208	44,429	11-80	11-80
1	DOT 111A100-W-1	12,500	GATX	69399	43,208	44,429	11-80	11-80
52					2,287,389	2,352,036		